

RECORDATION NO. 20741-B FILED

MAY 16 '03 2-06AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

May 16, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of May 16, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Lease Agreement which was previously filed with the Board under Recordation Number 20741.

The names and addresses of the parties to the enclosed document are:

Assignor: Fleet Capital Corporation
One Financial Plaza
Providence, Rhode Island 02903

Assignee: Citizens Leasing Corporation
One Citizens Plaza
Providence, Rhode Island 02903

Mr. Vernon A. Williams
May 16, 2003
Page 2

A description of the railroad equipment covered by the enclosed document
is:

75 tank railcars: MBLX 34729 - MBLX 34803 (formerly TILX 300973 -
TILX 301047).

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Sincerely yours,



Edward M. Luria

RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 16th day of May, 2003 is made by and between **Fleet Capital Corporation**, a Rhode Island corporation, having an address of One Financial Plaza, Providence, Rhode Island 02903 (the "Assignor"), and **Citizens Leasing Corporation**, a Rhode Island corporation, having an address of One Citizens Plaza, Providence, Rhode Island 02903 (the "Assignee").

1. This instrument relates to that certain Master Lease Agreement dated as of June 26, 1997 (the "Lease Agreement"), and the related Equipment Schedule No. 1 dated as of June 26, 1997 (including any and all riders, addenda and exhibits attached thereto, the "Schedule"), between the Assignor and ExxonMobil Oil Corporation (f/k/a Mobil Oil Corporation), as lessee (the "Lessee"), pursuant to which the Assignor has leased to Lessee the railroad equipment identified on Exhibit A attached hereto and made a part hereof, and entitled "Description of Railcars" (the "Equipment"). Said Lease Agreement and Schedule are collectively referred to hereinafter as the "Lease". The Lease is evidenced by that certain Memorandum of Master Lease Agreement dated as of June 26, 1997, and recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on June 27, 1997 at 4:40 p.m., and assigned Recordation Number 20741, as amended by that certain Amendment to Memorandum of Master Lease Agreement dated as of August 4, 1997 by and between the Assignor and the Lessee, and recorded with the Surface Transportation Board on August 14, 1997 at 1:50 p.m. and assigned Recordation Number 20741-A. Pursuant to certain agreements dated as of May 16, 2003, the Assignor's interest in the Equipment and the Schedule has been assigned by the Assignor to the Assignee. As a result of this assignment, the Assignee has acquired all of the Assignor's rights, title, and interest in and to the Equipment and the Schedule.

2. The addresses of the parties are as follows:

Assignor:

Fleet Capital Corporation
One Financial Plaza
Providence, Rhode Island 02903
Attention: Customer Service

Assignee:

Citizens Leasing Corporation
One Citizens Plaza
Providence, Rhode Island 02903
Attention: Syndications

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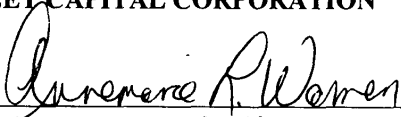
SURFACE TRANSPORTATION BOARD

3. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease Agreement and assignment agreements referenced above.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.


IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 16, 2003.

FLEET CAPITAL CORPORATION

By: 
Name: **Annemarie L. Warren**
Title: **Vice President**

STATE OF MASSACHUSETTS
COUNTY OF SUFFOLK

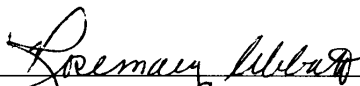
On May 16, 2003, before me personally appeared Annemarie L. Warren, to me personally known, who being by me duly sworn says that she is a Vice President of Fleet Capital Corporation, and that she executed the foregoing instrument on behalf of said bank by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.


Notary Public
My commission expires: 6/26/03

[NOTARIAL SEAL]

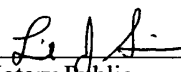
[Execution continued on next page; remainder of this page intentionally left blank]

CITIZENS LEASING CORPORATION

By: 
Name: Rosemary Abbott
Title: Vice President

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On May 16, 2003, before me personally appeared Rosemary Abbott, to me personally known, who being by me duly sworn says that she is a Vice President of Citizens Leasing Corporation, and that she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
My commission expires:

[NOTARIAL SEAL]

LINDA J. SIMEDRA
Notary Public - Rhode Island
My Commission Expires November 20, 2006

Exhibit A

Description of Railcars

<u>Qty</u>	<u>Manufacturer, Description</u>	<u>Trinity Car #</u>	<u>Mobil Car #</u>
75	Trinity Industries 1992 Tank Cars 33,687 Gallon Capacity D.O.T #112J340		
		TILX 300973	MBLX 34729
		TILX 300974	MBLX 34730
		TILX 300975	MBLX 34731
		TILX 300976	MBLX 34732
		TILX 300977	MBLX 34733
		TILX 300978	MBLX 34734
		TILX 300979	MBLX 34735
		TILX 300980	MBLX 34736
		TILX 300981	MBLX 34737
		TILX 300982	MBLX 34738
		TILX 300983	MBLX 34739
		TILX 300984	MBLX 34740
		TILX 300985	MBLX 34741
		TILX 300986	MBLX 34742
		TILX 300987	MBLX 34743
		TILX 300988	MBLX 34744
		TILX 300989	MBLX 34745
		TILX 300990	MBLX 34746
		TILX 300991	MBLX 34747
		TILX 300992	MBLX 34748
		TILX 300993	MBLX 34749
		TILX 300994	MBLX 34750
		TILX 300995	MBLX 34751
		TILX 300996	MBLX 34752
		TILX 300997	MBLX 34753
		TILX 300998	MBLX 34754
		TILX 300999	MBLX 34755
		TILX 301000	MBLX 34756
		TILX 301001	MBLX 34757
		TILX 301002	MBLX 34758
		TILX 301003	MBLX 34759
		TILX 301004	MBLX 34760
		TILX 301005	MBLX 34761
		TILX 301006	MBLX 34762
		TILX 301007	MBLX 34763
		TILX 301008	MBLX 34764
		TILX 301009	MBLX 34765
		TILX 301010	MBLX 34766
		TILX 301011	MBLX 34767
		TILX 301012	MBLX 34768
		TILX 301013	MBLX 34769
		TILX 301014	MBLX 34770
		TILX 301015	MBLX 34771

<u>Qty</u>	<u>Manufacturer,Description</u>	<u>Trinity Car #</u>	<u>Mobil Car #</u>
		TILX 301016	MBLX 34772
		TILX 301017	MBLX 34773
		TILX 301018	MBLX 34774
		TILX 301019	MBLX 34775
		TILX 301020	MBLX 34776
		TILX 301021	MBLX 34777
		TILX 301022	MBLX 34778
		TILX 301023	MBLX 34779
		TILX 301024	MBLX 34780
		TILX 301025	MBLX 34781
		TILX 301026	MBLX 34782
		TILX 301027	MBLX 34783
		TILX 301028	MBLX 34784
		TILX 301029	MBLX 34785
		TILX 301030	MBLX 34786
		TILX 301031	MBLX 34787
		TILX 301032	MBLX 34788
		TILX 301033	MBLX 34789
		TILX 301034	MBLX 34790
		TILX 301035	MBLX 34791
		TILX 301036	MBLX 34792
		TILX 301037	MBLX 34793
		TILX 301038	MBLX 34794
		TILX 301039	MBLX 34795
		TILX 301040	MBLX 34796
		TILX 301041	MBLX 34797
		TILX 301042	MBLX 34798
		TILX 301043	MBLX 34799
		TILX 301044	MBLX 34800
		TILX 301045	MBLX 34801
		TILX 301046	MBLX 34802
		TILX 301047	MBLX 34803